

STRATEGIES WEALTH ADVISORS

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FORM ADV PART 2A

FIRM BROCHURE

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This brochure provides information about the qualifications and business practices MTB of Michigan, LLC d/b/a Strategies Wealth Advisors. If you have any question about the contents of this brochure, please contact us at (616) 719-5007. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Strategies Wealth Advisors is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about Strategies Wealth Advisors is available on the SEC's website www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Strategies Wealth Advisors' CRD number is 289913.

ITEM 2 - MATERIAL CHANGES

Our last annual update to this brochure was on April 4, 2018. Since that date we have one material change to disclose. We no longer use an investment policy statement with clients. We manage client accounts based on the client's risk tolerance.

ITEM 3 – TABLE OF CONTENTS

Item 2 - Material Changes.....	2
Item 3 – Table of Contents.....	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	5
Item 6 – Performance-Based Fees and Side by Side Management	6
Item 7 – Types of Clients.....	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	6
Item 9 – Disciplinary Information	8
Item 10 – Other Financial Industry Activities and Affiliations	8
Item 11 – Code of Ethics, Participation or Interest in Client Transaction and Personal Trading.....	8
Item 12 – Brokerage Practices	9
Item 13 – Review of Accounts.....	12
Item 14 – Client Referrals and Other Compensation.....	12
Item 15 – Custody.....	13
Item 16 – Investment Discretion	13
Item 17 – Voting Client Securities.....	13
Item 18 – Financial Information.....	14

ITEM 4 – ADVISORY BUSINESS

OWNERSHIP/ADVISORY HISTORY

MTB of Michigan, LLC d/b/a Strategies Wealth Advisors (“We”) was founded and registered in 2017 by Michael Berkemeier. We are a Michigan Limited Liability Company.

ADVISORY SERVICES OFFERED

FINANCIAL PLANNING

We offer financial planning services to evaluate a client’s financial situation, goals and risk tolerance. Through a series of personal interviews and/or the use of questionnaires we collect pertinent data, identify goals, objectives, financial problems, and potential solutions. We use this information to prepare specific recommendations to present to the client. Our advice may cover any of the following topics: net worth statement; cash flow analysis, tax analysis, insurance analysis; estate planning techniques; retirement projection; 401k review; or other needs as identified during our meetings with the client. The client will receive a written financial plan following our meetings.

PORTFOLIO MANAGEMENT SERVICES

We offer portfolio management services that involve assisting with the ongoing management of a client’s investment accounts. We work with the client to formulate an individualized portfolio based upon his or her investment objectives, time frame, risk parameters and other investment considerations. We regularly monitor the client’s portfolio and adjust it as determined by the stock market and world events.

BUSINESS CONSULTING

We also provide business consulting services to our clients who have family or closely held businesses. This service entails one or more of the following: review financial statements to look for cost saving opportunities; review employer hiring strategies; review worker’s compensation insurance; assisting in the hiring of CPAs or corporate attorneys; third party sales; employee stock ownership plan strategies; real estate transaction reviews and due diligence; assistance with structuring the transfer of the business from one generation to the next; and other services as negotiated with the client.

TAILORED SERVICES

The goals and objectives for each client are documented before any investing takes place. Clients may impose restrictions on investing in certain securities or types of securities.

WRAP PROGRAM

We do not sponsor a wrap program.

CLIENT ASSETS MANAGED

As of March 5, 2019, we manage \$106,777,513 in discretionary assets.

ITEM 5 – FEES AND COMPENSATION

FINANCIAL PLANNING SERVICES

Our financial planning fee ranging from \$1500 to \$5,000. The number of hours will vary depending upon the complexity of the financial situation, time involved, including preparation and research, and number of financial topics covered. The estimated fee will be written into the financial planning agreement. The fee may be negotiable. We collect one half of the estimated fee at the time of engagement and the remaining half upon delivery of the financial plan.

PORTFOLIO MANAGEMENT SERVICES

Our management fee is based on a percentage of assets under management in the client's account. The annual management fee of based on the following schedule:

Custodian Reported Value	Annual Management Fee
\$0 to \$500,000	1.70%
\$500,00.01 to \$1,000,000	1.00%
\$1,000,000.01 to \$5,000,000	0.70%
\$5,000,000.01 to \$10,000,0000	0.50%
Above \$10,000,000	0.10%

Our management fee is billed quarterly, in advance. The initial quarter's management fee will be based on the account value as of the date we start managing the account. Thereafter, the management fee will be based on the custodian reported account value as of the last business day of the previous quarter. Cash balances and investments in money market funds are counted toward the account value and are included in the management fee calculations. The fee is negotiable.

The management fee is tiered. A tiered fee means the applicable rate will be applied to each applicable range of account value. For example, an account with a quarter end value of \$750,000 will be charged at a rate of 1.70% for the first \$500,000 and 1.00% for the remaining \$250,000.

The client will be asked to authorize us with the ability to withdraw our management fee directly from the client's account. The client may terminate this authorization at any time. Please see Item 15 for additional detail about our management fee withdrawal procedures.

Our management fee does not include brokerage commissions, transaction fees, or other related costs and expenses that are normally incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive, of and in addition to, our management fee and we will not receive any portion of these commissions, fees, and costs. For more information about our brokerage practice please see Item 12.A.

BUSINESS CONSULTING

Our business consulting services are billed at either an hourly rate or a flat fee. The total fee is

negotiable based on the services provided to the client. Our maximum hourly rate is \$500 per hour, and our maximum flat fee is \$20,000. The fee may be collected monthly or quarterly, in arrears or in advance as negotiated with the client. The fee may be billed to the client directly or withdrawn from managed assets.

TERMINATION OF SERVICES

A client may terminate any service for any reason within the first five (5) business days after signing an advisory contract and receive a 100% refund of any prepaid fees, without any cost or penalty. Thereafter, the advisory contract may be terminated at any time by giving ten (10) days' written notice to us at Strategies Wealth Advisors, 3333 Grand Ridge Drive NE, Suite A, Grand Rapids, MI 49525. Upon receipt of written notice of termination, if the client was being charged in advance, the client will receive a prorated refund based on the amount of time services were rendered during the termination period. For example, our portfolio management fee is billed quarterly in advance and if there are 90 days in a quarter and the service was cancelled 45 days into the quarter, the client will receive a 50% refund of the quarterly management fee. (45 divided by 90 equals 50%)

OTHER SECURITIES COMPENSATION

Our associates may be registered representative of Mutual Securities, Inc., member FINRA/SIPC. Through Mutual Securities, Inc., they may sell securities to clients for a commission. This creates a financial incentive to recommend securities purchases because the fee is separate from the management fees outlined. We attempt to mitigate this conflict of interest by requiring our associates to act in the client's best interest through their fiduciary duty. Additionally, our associates inform the clients that they have the right to accept or refuse any securities purchase recommendation. Finally, recommended securities purchases do not have to be purchased through our associates or any of our affiliates.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT

We do not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) or provide side by side management.

ITEM 7 – TYPES OF CLIENTS

We offer our services to individuals, high net worth individuals, charities, charities, and pension and profit sharing plans. We require a minimum account size of \$500,000 that may be waived at our discretion.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

We use asset allocation and fundamental analysis as our investment strategies. Asset allocation is an investment strategy that aims to balance risk and reward by apportioning a portfolio's assets among different asset classes according to an individual's goals, risk tolerance and investment horizon. The asset classes typically include equities, fixed-income, international, and cash and equivalents. The risk associated with asset allocation is that each class has different levels of risk

and return, so each will behave differently over time. There is no guarantee that diversification among asset classes will grow a portfolio.

Fundamental analysis is a technique that attempts to determine a security's value by focusing on underlying factors that affect a company's actual business and its future prospects. The analysis is performed on historical and present data. On a broader scope, one can perform fundamental analysis on industries or the economy as a whole. The term refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements. The risk associated with fundamental analysis is that despite that appearance that a security is undervalued, it may not rise in value as predicted.

INVESTMENT RISKS

All investment programs have certain risks that are borne by the client and **investing in securities involves risk of loss that clients should be prepared to bear**. Our goal is to reduce the risk of loss, but not at the expense of portfolio growth. Recommended investment strategies seek to balance risks and rewards to achieve investment objectives. To manage risk, we rebalance model portfolios on an as needed basis to bring the asset allocations back to their intended balances. The client should feel free to ask questions about risks that he or she does not understand; we would be pleased to discuss them.

RECOMMENDED SECURITIES

We use several types of securities in client portfolios including, but not limited to, mutual funds, ETFs, and stocks. Some of the risk associated with these securities include:

- **Credit risk:** This is the risk that an issuer of a bond could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation.
- **Inflation Risk:** This is the risk that inflation will undermine the performance of an investment and/or the future purchasing power of a client's assets.
- **Interest rate risk:** The chance that bond prices overall will decline because of rising interest rates.
- **International investing risk:** Investing in the securities of non-U.S. companies involves special risks not typically associated with investing in U.S. companies. Foreign securities tend to be more volatile and less liquid than investments in U.S. securities, and may lose value because of adverse political, social or economic developments overseas or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, foreign investments are subject to settlement practices, as well as regulatory and financial reporting standards, that differ from those of the U.S.
- **Manager risk:** The chance that the proportions allocated to the various securities will cause the client's account to underperform relevant to benchmarks or other accounts with a similar investment objective.
- **Stock market risk:** The chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising stock prices and periods of falling stock prices.

ITEM 9 – DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. We have no information applicable to this item.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Our owner and associates are registered representatives of Mutual Securities, Inc. Please see Item 5 for additional information about any conflicts of interest related to this association.

Our owner has an arrangement with Thomas Brady & Associates, which is a non-affiliated independent insurance agency. While he is a licensed insurance agent, he refers all recommended insurance purchases to Thomas Brady & Associates. When a client purchases insurance through Thomas Brady & Associates our owner will receive a marketing fee. The marketing fee is separate from the fees described in Item 5 above. The marketing fee creates a financial incentive to recommend insurance products to our clients. We attempt to mitigate any conflicts of interest to the best of our ability by acting in the client's best interest through our fiduciary duty. We also inform the client that he or she always has the right to accept or refuse the insurance recommendation or purchase the recommended insurance through any licensed agent.

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTION AND PERSONAL TRADING

DESCRIPTION

Our Code of Ethics establishes ideals for ethical conduct based upon fundamental principles of openness, integrity, honesty, and trust. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

Our Code of Ethics covers all supervised persons and it describes our high standard of business conduct and fiduciary duty to our clients. The Code of Ethics includes, among other things, provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition on rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures. All supervised persons must acknowledge the terms of the Code of Ethics annually or as amended.

MATERIAL INTEREST IN SECURITIES

We do not have a material interest in any securities.

INVESTING IN OR RECOMMENDING THE SAME SECURITIES

Our owners may buy or sell for their own account the same securities at or about the same time that they recommend those securities to clients or purchase them for client accounts. A conflict of interest may exist because they can trade ahead of client trades. We mitigate any conflict of interest in two ways. First, our Code of Ethics requires employees to report personal securities transactions on at least a quarterly basis, and provide us with a detailed summary of certain

holdings (both initially upon commencement of employment and quarterly thereafter) in which employees have a direct or indirect beneficial interest. The reports are reviewed to ensure we do not trade ahead of client accounts. Second, we require client transactions be placed ahead of our associates' personal trades or our associates can place personal trades as part of a block trade (Please see Item 12.B for details on our block trading practices). The records of all associates' personal and client trading activities are reviewed and made available to regulators to review on the premises.

ITEM 12 – BROKERAGE PRACTICES

RECOMMENDATION CRITERIA

We do not maintain custody of client assets that we manage, although we may be deemed to have custody of those assets in which the client give us authority to withdraw our management fee from his or her account (see Item 15 - Custody, below). The client's assets must be maintained in an account at a "qualified custodian," general a broker-dealer or bank. We recommend that our clients use either Charles Schwab & Co., Inc. ("Schwab"), a FINRA-registered broker-dealer, member SIPC, or TD Ameritrade Inc., also a FINRA-registered broker-dealer, member SIPC, as the qualified custodians. We are independently owned and operated and are not affiliated with Schwab or TD Ameritrade, Inc. Schwab and TD Ameritrade Inc. will hold client assets in a brokerage account and buy and sell securities when we and/or the client instruct them to. While we recommend that the client uses Schwab or TD Ameritrade Inc. as a custodian/broker, he or she will decide whether to do so and open an account with Schwab or TD Ameritrade Inc. by entering into an account agreement directly with them. We do not open the account for the client. If the client does not wish to place their assets with Schwab or TD Ameritrade Inc., then we cannot manage your account. Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. However, if the client's account is maintained at Schwab, we can still use other brokers to execute trades for your account, as described below.

HOW WE SELECT BROKERS/CUSTODIANS TO RECOMMEND

We seek to recommend a custodian/broker who will hold the client's assets and execute transactions on terms that are overall most advantageous when compared with other available providers and their services. We consider a wide range of factors, including these:

- Combination of transaction executions services along with asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of investment products made available (stocks, bond, mutual funds, exchange-traded funds (ETFs), etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them

- Reputation, financial strength, and stability of the provider
- Their prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us from Schwab”)

For our client accounts it maintains, Schwab generally does not charge the client separately for custody services but is compensated by charging the client commissions or other fees on trades that it executes or that settle into the Schwab account. In addition to commissions, Schwab charges the client a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the client’s Schwab account. These fees are in addition to the commissions or other compensation the client pays the executing broker-dealer. Because of this, in order to minimize the client’s trading costs, we have Schwab execute most trades for the account.

PRODUCTS AND SERVICES AVAILABLE TO US FROM SCHWAB

Schwab Advisor Services™ (formerly Schwab Institutional) is Schwab’s business serving independent investment advisor firms like us. They provide our clients and us with access to its institutional brokerage—trading, custody, reporting and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while other help us manage and grow our business. Here is a more detailed description of Schwab’s support services:

Services That Benefit the Client. Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab’s services described in this paragraph generally benefit the client and the client’s account.

Services That May Not Directly Benefit the Client. Schwab also makes available to us other products and services that benefit us but may not directly benefit the client or the client’s account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We may use this research to service all or some substantial number of our clients’ accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements);
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- Provide pricing and other market data;
- Facilitate payment of our fees from our clients’ accounts; and
- Assist with back-office functions, recordkeeping, and client reporting.

Services That Generally Benefit Only Us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events;
- Technology, compliance, legal, and business consulting;
- Publications and conferences on practice management and business succession; and
- Access to employee benefits providers, human capital consultants, and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

We also participate in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services that include custody of securities, trade execution, clearance and settlement of transactions. We receive some benefits from TD Ameritrade through our participation in the Program. Please see Item 14 for additional details about the benefits.

RESEARCH AND SOFT DOLLARS

"Soft dollars" are defined as a form of payment investment firms can use to pay for goods and services such as news subscriptions or research. When an investment firm gives its business to a particular brokerage firm, the brokerage firm in return can agree to use some of its revenue to pay for these types of services. We do not receive any soft dollars.

BROKERAGE FOR CLIENT REFERRALS

We do not receive client referrals or any other incentive from any broker-dealer or custodian.

DIRECTED BROKERAGE

Some clients may direct us to a specific broker-dealer to execute securities transactions for their accounts. When so directed, we may not be able to effectively negotiate lower brokerage commissions or achieve best execution on those clients' transactions. This can result in substantially higher fees, charges or dealer concessions in one or more transactions for the clients' accounts because we cannot negotiate favorable prices.

TRADE AGGREGATION

We may aggregate transactions in equity and fixed income securities for a client with other clients to improve the quality of execution. When transactions are so aggregated, the actual prices applicable to the aggregated transactions will be averaged, and each client account will be deemed to have purchased or sold its proportionate share of the securities involved at the average price obtained. We may determine not to aggregate transactions, for example, based on the size of the trades, the number of client accounts, the timing of the trades, the liquidity of the securities or the discretionary or non-discretionary nature of the trades. If we do not aggregated

orders, some clients purchasing securities around the same time may receive a less favorable price than other clients. This means that this practice of not aggregating may cost clients more money.

ITEM 13 – REVIEW OF ACCOUNTS

PERIODIC REVIEWS

Our owner, Mr. Berkemeier, will perform semi-annual meetings with clients.

OTHER REVIEWS

Additional reviews are conducted periodically depending on market conditions, economic or political events, or by changes in a client's financial situation (such as retirement, termination of employment, physical move or inheritance).

REPORTS

We do provide written financial plans to our financial planning clients.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

OTHER COMPENSATION

We do not pay nor receive compensation for referrals. However, we receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 - Brokerage Practices). The availability of Schwab's products and services to us is not based on our giving investment advice, such as buying particular securities for our clients.

As disclosed in Item 12, we participate in TD Ameritrade's institutional customer program and we may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between our participation in the program and the investment advice we give to our clients, although we receive economic benefits through our participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving our participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by our related persons. Some of the products and services made available by TD Ameritrade through the program may benefit us but may not benefit our client accounts. These products or services may assist us in managing and

administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop its business enterprise. The benefits received by us or our personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of our fiduciary duties to clients, we endeavor at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by us or our related persons in and of itself creates a conflict of interest and may indirectly influence our choice of TD Ameritrade for custody and brokerage services. We mitigate the conflict of interest by acting in the client's best interest through our fiduciary duty.

Our owner, Michael Berkemeier, is a solicitor for ABG Portfolio Strategies, Inc, which is an investment adviser to qualified plans. He receives a portion of ABG's fee when a client uses its services. This creates a financial incentive to recommend ABG's services. Mr. Berkemeier mitigates the conflict of interest by acting in the client's best interest through his fiduciary duty. Also, the client always has the right to accept or refuse his recommendation.

CLIENT REFERRALS

We do not pay for client referrals or use solicitors.

ITEM 15 – CUSTODY

All client funds, securities and accounts are held at third-party qualified custodians. We do not take physical possession of a clients' securities. However, we have constructive custody by our ability to instruct the custodian to directly deduct our management fee. Clients will receive at least a quarterly statement from the qualified custodian that holds and maintains their investment assets. The statement will show the amount of management fee withdrawn. We urge each client to carefully review such statements.

ITEM 16 – INVESTMENT DISCRETION

We offer discretionary investment management services. To grant us discretionary authority over the account, the client must sign an investment management agreement. Our investment management agreement contains a limited power of attorney that allows us to select the security, the amount, and the time of the purchase or sale in the client's account. It also allows us to place each such trade without the client's prior approval. In addition to our investment management agreement, the client's custodian may request the client to sign the custodian's limited power of attorney. This varies with each custodian. The client may limit our discretionary authority by providing us written instructions and after our written acknowledgement of the constraints.

ITEM 17 – VOTING CLIENT SECURITIES

We do not vote proxy votes for any client. All proxy materials are mailed or emailed directly to the client from the custodian. Any proxy materials received by us will be forwarded to clients for response and voting. In the event the client has a question about a proxy solicitation, the client should feel free to contact us.

ITEM 18 – FINANCIAL INFORMATION

We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to provide a balance sheet. Additionally, we are required in this Item to provide the client with certain financial information or disclosures about our financial condition if we have a financial commitment that impairs our ability to service the client. We do not have a financial commitment that impairs our ability to service our clients. Finally, we have not been the subject of a bankruptcy proceeding.